# Mitie T S 2 Limited

**Annual Report and Financial Statements** 

Registered number 06600039

31 March 2016

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# Mitie T S 2 Limited Annual Report and Financial Statements 31 March 2016

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# **Company information**

# **Directors**

N Beswick G Bonthron

# Secretary

Mitie Company Secretarial Services Limited

# **Registered office**

1 Harlequin Office Park Fieldfare Emersons Green Bristol BS16 7FN

## **Auditor**

Deloitte LLP Chartered Accountants and Statutory Auditor London United Kingdom

# Strategic report

Mitie T S 2 Limited ("the Company") is part of the Mitie group of companies ("the Group"), the ultimate parent company being Mitie Group plc.

The Directors, in preparing this strategic report, have complied with Section 414c of the Companies Act 2006.

#### Review of the business

These financial statements have been prepared on a basis other than that of a going concern.

The principal activity of the Company is to raise external debt finance for Mitie Group plc. There have not been any significant changes in the Company's principal activities in the year under review.

As shown in the Company's profit and loss account on page 10, the profit after tax was £4,111,000 (2015: loss £460,000).

The trade and related assets and liabilities of the Company transferred to Mitie Treasury Management Limited on 31 March 2016.

#### **Key performance indicators**

The Group manages its operations on a divisional basis. For this reason, the Company's Directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the Business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

#### Principal risks and uncertainties

The Company is part of the Mitie Group and manages its risks within the Mitie Group Risk Framework. Details of the principal risks and uncertainties are given in the Mitie Group plc annual report. The Directors have reviewed the financial risk management objectives and policies of the Company in the light of the Group Risk Framework.

# Strategic report (continued)

Key risks include:

## Strategic Risks

Changes in the market and to the economic conditions

The Company is exposed to UK market conditions. Company performance and resourcing requirements may be impacted by any changes in the market. We have an ability to recognise and adapt to any change in requirement for services and are well placed to adapt to policy changes.

#### **Financial Risks**

Reliance on material counterparties

The Company depends on a number of significant counterparties, including clients, suppliers, banks and insurers, to maintain its business. The failure of a key business partner could affect the business. This risk is mitigated by limiting the dependency on any one partner.

#### **Operational Risks**

Significant health, safety or environmental incident

The potential to cause harm to employees, clients, or to damage the environment exists and is mitigated by an extensive Quality Health, Safety and environmental (QHSE) programme that is monitored closely.

System, process or control failure

Increased reliance on business systems dictates a robust governance framework and set of processes. Failure of the framework could impact on operational performance. Mitie's core policies provide the basis of the governance framework. These are subject to reviews which underpins the mitigation activity for this risk. These reviews are carried out alongside regular, formal, documented testing of business critical systems.

Attracting and retaining skilled people

Failure to attract new talent and develop existing employees could impact growth. The Company utilises Mitie's career development, recruitment and talent management programmes to ensure that it attracts and retains key people.

# Strategic report (continued)

#### Financial risk management

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The Company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall Mitie Group plc financing arrangements.

## **Future developments**

Following the transfer of trade and net assets on 31 March 2016 to Mitie Treasury Management Limited, the Company has ceased to trade and no further activity is anticipated.

# Post balance sheet events

There have been no significant events since the balance sheet date.

Approved by the Board and signed on its behalf by:

**G** Bonthron

Director 19 August 2016

# **Directors' report**

The Directors present the annual report and audited financial statements of Mitie T S 2 Limited ('the Company') for the period ended 31 March 2016.

In preparing this Directors' Report, the Directors have complied with S414C(11) of the Companies Act 2006 by including certain disclosures required by S416(4) within the Strategic Report.

#### Going concern

As explained in the Strategic Report, the Company has transferred its trade and net assets on 31 March 2016 to Mitie Treasury Management Limited. The Directors have prepared the financial statements on the basis that the Company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. All assets and liabilities have been transferred to the fellow subsidiary company at fair value.

#### **Directors**

The Directors who held office during the period, together with those subsequently appointed, were:

Director	Date of appointment	Date of resignation
S C Baxter		29/10/2015
N Beswick	29/10/2015	
G Bonthron	29/10/2015	
R McGregor-Smith		29/10/2015

# **Directors' report** (continued)

#### **Environment**

The Group endeavours to identify, monitor and manage the impact of their activities on the environment and is fully committed to environmental accountability and protection. The Company operates in accordance with Group policies which are described in the Group's annual and sustainability reports which do not form part of this report.

#### **Political contributions**

The Company made no political donations nor incurred any political expenditure during the period.

#### Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he/ she ought to have taken as a Director to make himself/ herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given, and should be interpreted in accordance with Section 418 of the Companies Act 2006.

#### Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial period have been included in the Strategic Report on page 4.

#### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will, therefore, continue in office.

# Statement of Directors' responsibilities in respect of the annual report and the financial statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and
  explained in the financial statements; and prepare the financial statements on the going concern basis unless it is
  inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

By order of the board

G Bonthron
Director

1 Harlequin Office Park Fieldfare Emersons Green BS16 7FN

19 August 2016

# Independent auditor's report to the members of Mitie T S 2 Limited

We have audited the financial statements of Mitie T S 2 Limited for the year ended 31 March 2016 which comprise the Profit and loss account, the Balance sheet, the Statement of changes in equity and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditor

As explained more fully in the Statement of directors' responsibilities in respect of the annual report and the financial statements, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its profit for the year then ended;
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Emphasis of matter - Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

# Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

John Charlton (Senior Statutory Auditor) for and on behalf of Deloitte LLP,

Chartered Accountants and Statutory Auditor London

United Kingdom

19 August 2016

# **Profit and loss account**

	Note	2016 £000	2015 £000
Administrative expenses Impairment of amounts owed by Group joint ventures and associates Other operating income		(3) - 425	(1) (5,371)
Operating profit/(loss)	3	422	(5,372)
Other interest receivable and similar income Interest payable and similar charges	6 7	10,860 (6,764)	10,568 (6,773)
Profit/(loss) on ordinary activities before taxation		4,518	(1,577)
Tax on profit/(loss) on ordinary activities	8	(407)	1,117
Profit/(loss) for the financial year		4,111	(460)

The results for the year are wholly attributable to the discontinued operations of the Company.

There were no items of other comprehensive income recognised during the year. Accordingly, no statement of Other comprehensive income has been prepared.

# **Balance sheet**

	Note	2016 £000	2015 £000
Current assets  Debtors (including £nil due after more than one year (2015: £1,325,000)  Cash at bank and in hand	9	80,394 -	210,898 8,567
Creditors: amounts falling due within one year	10	80,394	219,465 (143,182)
Net current assets		80,394	76,283
Total assets less current liabilities		80,394	76,283
Net assets		80,394	76,283
Capital and reserves			
Called up share capital	12	69	69
Share premium account		69,121	69,121
Profit and loss account		11,204	7,093
Shareholders' funds		80,394	76,283

These financial statements of Mitie T S 2 Limited, company number 06600039, were approved by the board of Directors on 19 August 2016 and were signed on its behalf by:

G Bonthron

Director

# Statement of changes in equity

	Called up Share capital £000	Share Premium account £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2014	69	69,121	7,553	76,743
Total comprehensive (expense)/income for the year Loss	-	-	(460)	(460)
Total comprehensive (expense)/income for the year	<del></del>	-	(460)	(460)
Balance at 31 March 2015	69	69,121	7,093	76,283

# Statement of changes in equity (continued)

	Called up share capital £000	Share Premium Account £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2015	69	69,121	7,093	76,283
Total comprehensive income/(expense) for the year Profit		-	4,111	4,111
Total comprehensive income/(expense) for the year	<del></del>	-	4,111	4,111
Balance at 31 March 2016	69	69,121	11,204	80,394

#### **Notes**

#### 1 Accounting policies

Mitie T S 2 Limited (the "Company") is incorporated in England and Wales and domiciled in the UK.

These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, Mitie Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Mitie Group plc, which are prepared in accordance with International Financial Reporting Standards, are available to the public and may be obtained from www.mitie.com.

As more fully detailed in the Directors' report the Company's financial statements have not been prepared on a going concern basis.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has adopted FRS 101 for the first time. In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. There were no financial adjustments that were required to transition Mitie T S 2 Limited to FRS 101, see note 14.

IFRS 1 grants certain exemptions from the full requirements of Adopted IFRSs in the transition period. The following exemptions have been taken in these financial statements:

- Business combinations Business combinations that took place prior to 1 April 2014 have not been restated.
- Fair value or revaluation as deemed cost At 1 April 2014, fair value has been used as deemed cost for certain
  investments previously measured at cost.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs.

## 1 Accounting policies (continued)

As the consolidated financial statements of Mitie Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

 Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The financial statements are prepared on the historical cost basis.

## Foreign currency

The financial statements are prepared in the functional currency applicable to the business. Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period.

Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

# Intra-group financial instruments

Where the Company enters into financial guarantee contracts, to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

#### 1 Accounting policies (continued)

#### Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based upon tax rates and legislation that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when: there is a legally enforceable right to set off current tax assets against current tax liabilities; when they relate to income taxes levied by the same taxation authority; and the Company intends to settle its current tax assets and liabilities on a net basis.

#### 2 Accounting estimates and judgements

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying value of those assets and liabilities. These estimates and judgements are based on historical experience and other factors considered relevant by the Directors of the company. The Directors do not consider there to be any critical accounting judgements in applying the Company's accounting policies.

2015 £000

# **Notes** (continued)

## 3 Expenses and auditor's remuneration

Auditor's remuneration:	
	2016
	£000

Audit of these financial statements 3 4

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Mitie Group plc.

# 4 Staff numbers and costs

Mitie TS 2 Limited had no employees in the year ended 31 March 2016 (2015: nil).

#### 5 Directors' remuneration

The following Directors are also Directors or employees of another group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as Directors of this company and as Directors or employees of other group companies.

Director	Remunerated by
S C Baxter	Mitie Group plc
N Beswick	Mitie Group plc
G Bonthron	Mitie Group plc
R McGregor-Smith	Mitie Group plc

# 6 Other interest receivable and similar income

	2016 £000	2015 £000
Bank interest Interest on intercompany loans	504 10,356	297 10,271
Total interest receivable and similar income	10,860	10,568

# 7 Interest payable and similar charges

	2016	2015
	£000	£000
Interest on intercompany loans	6,764	6,773
Total other interest naughle and similar shares	6 764	6,773
Total other interest payable and similar charges	6,764 ———	0,773
8 Taxation		
	2016	2015
Analysis of charge/(credit) in the year	£000	£000
UK corporation tax at 20% (2015: 21%)		(=0.0)
Current tax on income for the period	359 (37)	(728) (2,334)
Adjustments in respect of prior periods		(2,334)
Total current tax	322	(3,062)
Deferred tax (see note 11) Other timing differences	85	1,945
Other timing differences		1,343
Total deferred tax	85	1,945
Tax on profit/(loss) on ordinary activities	407	(1,117)
tax on pronty(loss) on ordinary activities	<del></del>	(1,117) ======
Paganailistian of offestive tay rate	2016 £000	2015 £000
Reconciliation of effective tax rate	1000	1000
Profit/(loss) for the year	4,111	(460)
Total tax expense	407	(1,117)
Profit/(loss) excluding taxation	4,518	(1,577)
Pronty (loss) excluding taxation	4,510	(1,377)
Tax using the UK corporation tax rate of 20% (2015: 21%)	904	(331)
Expenses not deductible for tax purposes	(460)	(486)
Other timing differences	-	2,034
Adjustments in respect of prior periods	(37)	(2,334)
Total tax expense/(income)	407	(1,117)

The main rate of corporation tax will remain at 20% until 1 April 2017 when it will reduce to 19%, remaining at this level until a further reduction to 18% from 1 April 2020. These rates have been used to calculate the deferred tax balance as they were substantively enacted at the balance sheet date.

# 9 Debtors

	2016 £000	2015 £000
Amounts owed by group undertakings Amounts owed by undertakings in which the company has a participating interest Other debtors Deferred tax asset (see note 11)	80,394 - - -	206,227 1,325 3,261 85
Total	80,394	210,898
Due within one year Due after more than one year	80,394 -	209,573 1,325
In the opinion of the Directors, the fair value does not materially differ from the carrying value.		
10 Creditors: amounts falling due within one year		
	2016 £000	2015 £000
Amounts owed to group undertakings Accruals and deferred income	•	142,650 532
	-	143,182

In the opinion of the Directors, the fair value does not materially differ from the carrying value.

#### 11 Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Provisions  Net tax assets	Assets 2016 £000	2015 £000	Liabilities 2016 £000 -	2015 £000 85 —————————————————————————————————	Net 2016 £000	2015 £000 85 ————
Movement in deferred tax during the year				1 April 2015 £000 85 — 85	Recognised in income £000 (85)	31 March 2016 £000 -
Movement in deferred tax during the prior yea	r			1 April 2014 £000 2,030 	Recognised in income £000 (1,945) ————————————————————————————————————	31 March 2015 £000 85

The UK Government announced reductions in the UK corporation tax rate from 20% to 19% from 1 April 2017 and from 19% to 18% from 1 April 2020, which were substantively enacted on 26 October 2015.

The reduction in the balance sheet carrying value of deferred tax assets and liabilities to reflect the rate of tax at which those differences are expected to reverse has not had a material impact on the current period tax charge.

# 12 Capital and reserves

Share capital authorised and fully paid	2016	2015
	£000	£000
Ordinary Shares		
1 A Ordinary shares at £1 each	-	-
69,190,000 B Ordinary shares at £0.001 each	69	69
	69	69

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

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#### 13 Related parties

Under FRS 101 the company is exempt from disclosing key management personnel compensation and transactions with other companies wholly owned by Mitie Group plc. Other related party transactions are disclosed below:

	Sales to	Purchases from		
	2016	2015	2016	2015
•	£000	£000	£000	£000
Subsidiaries and fellow subsidiaries of Mitie Group plc	705	705	-	-
	705	705	· <del></del>	-
	<del></del>		<del></del>	<del></del>
	Receivables outstanding		Creditors outstanding	
	2016	2015	2016	2015
	£000	£000	£000	£000
Subsidiaries and fellow subsidiaries of Mitie Group plc	12,040	12,040	-	-
	12,040	12,040		-

All inter-company balances are unsecured; trading balances are payable within 30 days unless both parties agree an extension, funding balances are repayable on demand.

# 14 Explanation of transition to FRS 101

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2016, the comparative information presented in these financial statements for the year ended 31 March 2015 and in the preparation of an opening FRS 101 balance sheet at 1 April 2014.

There were no adjustments that were required to transition Mitie TS2 Limited to FRS 101.

# 15 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Mitie Facilities Services Limited which is the immediate parent company incorporated in Country of incorporation. The ultimate controlling party is Mitie Group plc, a company incorporated in Scotland. Mitie Group plc is the parent company of the largest and smallest groups into which the accounts of the Company are consolidated. The consolidated financial statements of Mitie Group plc are available to the public and may be obtained from the Company Secretary at 1 Harlequin Office Park, Fieldfare, Emersons Green, Bristol, South Gloucestershire, BS16 7FN, UK or from www.mitie.com.